

# HELM

FINANCIAL CORPORATION

2-037A020

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

VIA AIR COURIER

February 4, 1992

RECORDATION NO. 16611-C  
FEB 6 1992 7:45 PM  
INTERSTATE COMMERCE COMMISSION

Ms. Mildred Lee  
Recordations Unit  
Interstate Commerce Commission  
12th and Constitution Avenue, N.W.  
Washington, DC 20423

Dear Ms. Lee:

On behalf of Helm Financial Corporation, I submit for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, four (4) executed counterparts of a document, entitled Termination of Note and Security Interest and Assignment of Lease, executed as of December 19, 1991. The Non-Recourse Note and Security Agreement is on file at the Interstate Commerce Commission under Recordation No 16611-A on January 12, 1990, 11:20 a.m. The Assignment is on file at the ICC under Recordation No. 16611-B on January 12, 1990, 11:20 a.m., Recordation No's as the next available recordation number being 16611-C.

The executing parties to the enclosed Termination are:

Helm Financial Corporation	and	First Interstate Bank of
One Embarcadero Center, Suite 3500		Missoula, N.A.
San Francisco, CA 94111		101 East Front Street
		Missoula, MT 59802

The Termination terminates the Note and Security Interest and Assignment of Lease listed in Exhibit A to the Lease of Railroad Equipment dated as of September 30, 1989 between the Lessor and Montana Rail Link (the "Lease") filed under ICC Recordation No. 16611 on November 15, 1989.

The equipment covered is listed in Exhibit A to the Lease.

A short summary of the document to appear in the ICC Index is as follows:

"Termination of Note and Security  
Interest and Assignment of Lease  
16611-C  
FEB 6 1992 7:45 PM  
INTERSTATE COMMERCE COMMISSION

Ms. Mildred Lee  
Recordations Unit  
Interstate Commerce Commission  
February 3, 1992  
Page 2

Enclosed is a check in the amount of sixteen dollars (\$16.00) in payment of the filing fee. Once the filing has been made, please return to bearer the stamped counterparts of the Termination not needed for your files, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this transmittal letter.

Sincerely,

A handwritten signature in cursive script that reads "Karen Rahnasto".

Karen Rahnasto  
Fleet Operations Administrator

KR\tw  
enclosure

# Interstate Commerce Commission

Washington, D.C. 20423

2/11/92

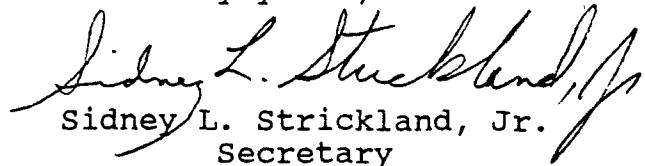
OFFICE OF THE SECRETARY

Karen Rahnastc-  
Fleet Operations Administrator  
Helm Financial Corporation  
One Embarcadero Center  
San Francisco, CA. 94111

Dear Sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/6/92 at 1:45PM , and assigned recordation number(s). 166111-C, 17698.

Sincerely yours,

  
Sidney L. Strickland, Jr.  
Secretary

RECORDATION NO. 166111 C  
FEB 6 1992 - 1 45 PM  
INTERSTATE COMMERCE COMMISSION

**Termination of Note and Security Interest  
and Assignment of Lease**

This Termination of Note and Security Interest and Assignment of Lease (the "Termination") dated as of December 19, 1991, is by and between Helm Financial Corporation, a California Corporation ("Helm") and First Interstate Bank of Missoula, a national banking association ("FIBM") who agree as follows:

1. Recitals: Helm and FIBM entered into a Non-Recourse Note and Security Agreement dated as of January 12, 1990 (the "Agreement") and an Assignment of Lease dated as of January 12, 1990 (the "Assignment") pertaining to the Lease of Railroad Equipment (the "Lease") dated as of September 30, 1989 between Montana Rail Link and Helm, pursuant to which FIBM acquired a security interest in certain assets of Helm including a security interest in the locomotives described in Exhibit "A" attached hereto (the "Units") and in the Lease. The Agreement is on file at the Interstate Commerce Commission ("ICC") under Recordation No. 16611-A on January 12, 1990, 11:20 a.m. The Assignment is on file at the ICC under Recordation No. 16611-B on January 12, 1990, 11:20 a.m.
2. The lien on the Units has been released by FIBM and FIBM claims no security interest in said Units or the Lease.
3. The purpose of this Termination is to provide a formal release document for filing with the ICC.

IN WITNESS WHEREOF, the parties have executed this Termination as of the date first written above.

HELM FINANCIAL CORPORATION

By: *John J. Davis*

Date: *Jan 6, 1992*

FIRST INTERSTATE BANK  
OF MISSOULA, N.A.

By: *D. Hansen*

Date: *1-2-92*

STATE OF CALIFORNIA       )  
                                      )  
COUNTY OF SAN FRANCISCO )

On this 6<sup>th</sup> day of January, 1992, before me personally appeared John F. Adams, to me personally known, who, being by me duly sworn, says that he is VP-Finance of HELM FINANCIAL CORPORATION, that said instrument was signed and sealed on behalf of said corporation and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

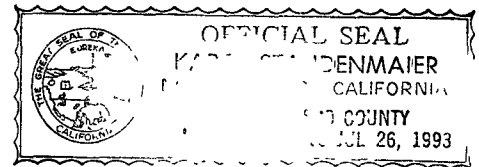
Karen Staudenmaier

Notary Public

My Commission Expires:

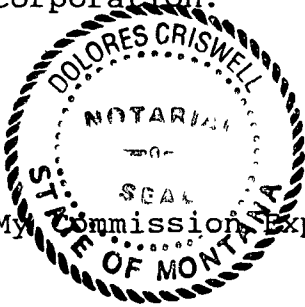
July 26, 1993

[Notarial Seal]



STATE OF Montana       )  
                                      )  
COUNTY OF Missoula     )

On this 3<sup>rd</sup> day of January, 1992, before me personally appeared David A. Hansen, to me personally known, who, being by me duly sworn, says that he is As Vice Pres of First Interstate Bank of Montana, N.A., that said instrument was signed and sealed on behalf of said corporation by authority of its President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Dolores J. Criswell  
Notary Public

My Commission Expires:

8-5-94

[Notarial Seal]